

PROFFERS
Ridgewood
Midland Road LLC, Ridgewood Commercial Property Owners Association
RZ/FDP 2011-BR-014 and PCA 2005-SP-019

August 11, 2011
September 30, 2011
October 27, 2011
December 12, 2011
January 18, 2012
January 24, 2012
January 30, 2012
February 2, 2012
February 6, 2012
February 8, 2012
February 14, 2012

Pursuant to Section 15.2-2303(a) of the Code of Virginia, 1950, as amended, the property owners and Applicant in this rezoning proffer that the development of the parcel under consideration and shown on the Fairfax County Tax Maps as Tax Map Reference No. 56-2-((1))-37B, 37D, and 37G (hereinafter referred to as the "Property") will be in accordance with the following conditions if, and only if, said rezoning request for the PDH-12 and PDC Districts is granted by the Board of Supervisors of Fairfax County, Virginia (the "Board"). Fairfax County Tax Map Reference No. 56-2-((1))-37B and 37D shall be referred to as the "PDH Property" and Fairfax County Tax Map Reference No. 56-2-((1))-37G shall be referred to as the "PDC Property." In the event said application request is denied or the Board's approval is overturned by a court of competent jurisdiction, these proffers shall be null and void. The Owners and the Applicant ("Applicant"), for themselves, their successors and assigns, agree that these proffers shall be binding on the future development of the Property unless modified, waived or

rescinded in the future by the Board, in accordance with applicable County and State statutory procedures. The Proffered Conditions are:

I. GENERAL

1. Substantial Conformance. Subject to the proffers and the provisions of Article 16 of the Zoning Ordinance, under which minor modifications to an approved development plan are permitted, development of the Property shall be in substantial conformance with the Conceptual Development Plan/Final Development Plan ("CDP/FDP"), prepared by Urban Ltd., and dated November, 2010, as revised through December 2, 2011. It shall be understood that the CDP shall be only those elements of the plans that depict the number and the general location of points of access, the amount and location of landscaped open space, peripheral setbacks, limits of clearing and grading, building heights, the total number, type, uses and the general location of buildings and roads (the "CDP Elements"). The Applicant reserves the right to request a Final Development Plan Amendment ("FDPA") for elements other than the CDP elements for all or a portion of the FDP in accordance with Section 16-402 of the Zoning Ordinance, if such an amendment is in accordance with the approved CDP and these proffers.
2. Minor Modifications. In addition to that described above, pursuant to Paragraph 4 of Section 16-403 of the Zoning Ordinance, minor modifications to the CDP/FDP and these proffers may be permitted as determined by the Zoning Administrator.
3. Maximum Density. The maximum floor area ratio ("FAR") permitted on the PDC Property shall be 1.0. Based on this maximum FAR, the maximum gross floor area ("GFA") that may be constructed shall be 35,000 gross square feet. The precise amount

of GFA may vary based on final engineering provided that the building and Property remain in substantial conformance with that shown on the CDP/FDP as determined by the Zoning Administrator. Similarly, the number of residential units described on the CDP/FDP for the PDH Property may be adjusted based on the final design, provided the maximum number of dwelling units shall not exceed 39 units.

4. Phasing. Build-out of the PDH Property and PDC Property may proceed in separate phases. The FAR, GFA and/or number of dwelling units per acre constructed within either the PDH Property or PDC Property shall comply with the maximum density limitations set forth in Proffer 3. Except for the Amenity Open Space described in Proffers below (which shall be constructed with the first phase of development), the creation of the landscaped open space areas and associated improvements for each respective Property shall be concurrent with the phasing of development/construction of each respective Property.
5. Density Credit. Density credit shall be reserved for the Property as provided by Section 2-308 of the Zoning Ordinance for all dedications described herein and/or as shown on the CDP/FDP or as may reasonably be required by Fairfax County, VDOT or others at the time of site/subdivision plan approvals.
6. Relationship with Original Rezoning/Common Associations. This rezoning and associated proffers are intended to complete, and be integrated with, the project originally associated RZ 2005-SP-019 (the "Original Rezoning"). However, these proffers shall only apply to the PDC and PDH Properties and not the remainder of the project associated with the Original Rezoning. Further, all the property subject to the Original

Rezoning, including the PDH and PDC are subject to a master umbrella common owners association to appropriately administer the on-going maintenance and TDM obligations (the "Master Association"). Prior to issuance of the first RUP for the PDH Property, the Applicant shall establish a common association in accordance with Virginia law for the PDH Property (the "Townhome HOA"). The Master Association may consist of one or more umbrella owners associations for the entire Property, as well as individual condominium owners' associations ("COAs") formed for specific buildings. At a minimum, the Townhome Association, any COA associated with the Original Rezoning, and the owners of each office and/or hotel building shall be members of the Master Association. The Master Association and the Townhome Association shall be responsible for obligations as specifically identified in these proffers, including maintenance, TDM, and notification obligations.

7. Architecture. The final architectural design shall be in substantial conformance with the general type, quality and proportion of materials depicted in the illustrative perspectives, elevations, and sections shown on the CDP/FDP. Building facades not shown in the CDP/FDP shall be consistent with the general type, quality and proportion of materials depicted in the illustrative perspectives, elevations, and sections shown on the CDP/FDP. The primary materials for the office building shall be glazed glass, metal and/or stucco-style siding. The primary palette of color to be used for the office building shall consist of generally neutral tones/shades consistent with that shown on the CDP/FDP. Rooftop mechanical equipment will be shielded from view from the

ground-level of adjacent streets. Vinyl siding shall not be used on the exterior of any building.

In addition, to enhance the streetscape, the townhomes on the PDH Property facing Government Center Parkway and Ridge Top Road shall include a minimum of thirteen (13) units with "urban style" flat roofs (consistent with style shown on the CDP/FDP). All other roof styles on the PDH Property shall incorporate architectural shingles in black or grey or weathered wood. All townhome units on the PDH Property shall incorporate a minimum of 50% (not including trim, gutter, etc.) stone or brick materials on each unit's front and side (where applicable) façade(s). Horizontal cementitious beaded siding (e.g. HardiePlank) or architecturally equivalent material shall be used for the remainder. All units shall also incorporate brick stoops or stairs for their front entrance. Raised panel shutters shall be used on windows for the front and side facades. The primary palette of color to be used for the townhomes shall consist of generally neutral or muted colors consistent with that shown on the CDP/FDP. Bright primary colors such as neon colors shall not be used.

8. Parking Spaces. At least eight (8) parking spaces within the PDH Property shall be provided for visitors of the residential units of the PDH Property. Such visitor spaces shall be marked as visitor and shall be located so as not to require the permission of any resident to utilize the parking space.
9. Unifying Elements. As this rezoning is the completion of the project associated with the Original Rezoning, all street furniture, including garbage cans, benches and lamp posts, shall be consistent, both in terms of materials and design, throughout this rezoning and

that established by the Original Rezoning. Such street furniture shall be consistent in quality and character with the illustrative examples included in the CDP/FDP.

10. Signage. All signage provided on the Property shall comply with Article 12 of the Zoning Ordinance. Pole signs shall not be permitted on the Property. All directional and wayfinding signage shall be consistent, both in terms of materials and design, throughout this rezoning and that established by the Original Rezoning. No illuminated signs shall be permitted on the office building on the PDC Property on the façade facing Ridge Top Road.

11. Townhome to Amenity Open Space Wayfinding. In addition to the proffer above, appropriate and effective wayfinding signs shall be provided to assist residents of the PDH Property utilize the pedestrian access across Government Center Parkway to access the Amenity Open Space (identified as "Community Park" on the CDP/FDP). Such signage shall be installed prior to the completion of the Amenity Open Space in prominent and easily visible locations, subject to traffic safety requirements such as sight distance. As part of the disclosures at the time of purchase, townhome owners shall be provided a map showing the location of the Amenity Open Space and specific notice in the Townhome HOA documents of the location and right to use the Amenity Open Space.

II. **USES**

12. PDH Uses. Single-family attached shall be the principal use permitted on the PDH Property. Secondary uses permitted in the PDH Zoning District may be permitted with

the approval of a FDPA and/or a special exception or special permit as required by the PDH Zoning District.

13. PDC Uses. *Principal Uses.* Office, Personal Service Establishments, Financial Institutions, Business Service and Supply Service Establishments, Establishments for scientific research, development and training where assembly, integration and testing of products in a completely enclosed building is incidental to the principal use of scientific research, development and training uses, Retail, Eating Establishments, and Garment Cleaning Establishments shall be the Principal uses permitted on the PDC Property. *Secondary Uses.* Fast Food Restaurants (no drive-through), Private Schools of Special Education, Health Clubs, Colleges and Universities, Cultural centers, museums and similar facilities, Child care centers and nursery schools, and dwellings shall be permitted as Secondary Uses on the Property in accordance with the Zoning Ordinance. The principal uses and secondary uses listed herein and not specifically depicted on the FDP shall be permitted without an FDPA as long as the project remains in substantial conformance with the FDP.

III. TRANSPORTATION

14. Ridge Top Road/Government Center Parkway Traffic Signal. Unless already submitted pursuant to the original proffers associated with the Original Rezoning, prior to the issuance of non-RUP for development on the PDC Property, the Applicant shall submit to VDOT a warrant study, based on full build-out of the approved density on the Property, for a traffic and pedestrian signal at the Government Center Parkway Extended/Ridge Top Road Intersection. If such a signal is determined to be warranted

by VDOT, then the Applicant shall diligently pursue designing, equipping, and constructing the signal, including, if deemed appropriate by FCDOT and VDOT, pedestrian countdown signals. Such signal shall include a pedestrian cycle at all crossings, as deemed appropriate by VDOT and FCDOT.

15. Fairfax Center Area Road ("FCAR") Fund. The Applicant shall contribute to the FCAR Fund in accordance with the Procedural Guidelines adopted by the Board of Supervisors on November 22, 1982, as amended, subject to credit for all creditable expenses as determined by FCDOT and/or DPWES. Such creditable expenses shall include the actual construction costs associated with the improvements constructed with the Original Rezoning including the extension Government Center Parkway, less any credit already received for site plans associated with the Original Rezoning. The Applicant shall provide documentation of the actual construction costs and the credit already received by the Original Rezoning as part of its submission under the FCAR Guidelines.

IV. TRANSPORTATION DEMAND MANAGEMENT STRATEGIES (TDM)

16. PDH TDM Plan. The Original Rezoning contained an extensive TDM Plan and the PDH Property shall be integrated into the administration of the original TDM where applicable. Further, the use of mass transit, ride-sharing, non-motorized and other transportation strategies shall be used to encourage achieving the goal of reducing of single-occupant vehicle traffic from the PDH Property during peak hours by 20%. Prior to the issuance of the first RUP for the PDH Property, the Applicant shall appoint a Transportation Coordinator who shall coordinate with the TMC (Transportation Management Coordinator as defined in the Original Rezoning) from the Original

Rezoning to implement the transportation demand management (TDM) plan for the PDH Property and integrate the PDH Property into the larger TDM Plan where applicable. The Transportation Coordinator shall provide written notice of their appointment to the TMC within 30 days of such appointment and, thereafter, within 10 days of any change to such appointment. The TDM plan shall include at least the following elements: coordination with Fairfax County Department of Transportation's Community Residential Program, or any similar office or agency subsequently specified by FCDOT; dissemination of transit, ride-sharing and non-motorized travel information (such as transit schedules and brochures) and Smart Trip Cards (or similar transit fare cards) in the amount of \$25.00 to all new owners through "welcome kits" provided to new owners in the PDH Property and regular dissemination of transit, ride-sharing and non-motorized travel information, either physically or through electronic means at least twice a year. Homeowners shall be made aware of this TDM commitment in the Townhome HOA Documents. One year following the issuance of the first RUP on the PDH Property, annual surveys shall be conducted concurrently with those required by the original TDM for the Original Rezoning properties and the results shall be compiled into one annual report that represents development on all of the property in the Original Rezoning.

17. PDC TDM Plan/Bike Parking. The Original Rezoning contained an extensive TDM Plan and the PDC Property shall be integrated into the administration of the original TDM where applicable. Further, the use of mass transit, ride-sharing, non-motorized and other transportation strategies shall be used to encourage reduction of single-occupant

vehicle traffic from the PDC Property during peak hours by 20%. Prior to the issuance of the first non-RUP for the PDC Property, the Applicant shall appoint a Transportation Coordinator for the office building who shall coordinate with the TMC from the Original Rezoning to implement a TDM plan for the PDC Property and to integrate the building into the larger TDM Plan. The Transportation Coordinator shall provide written notice of their appointment to the TMC within 30 days of such appointment and, thereafter, within 10 days of any change in such appointment. The TDM plan shall include at least the following elements: participation in the Fairfax County Ride Share Program, or any similar program subsequently specified by FCDOT; dissemination of transit, ride-sharing and non-motorized travel information (such as transit schedules and brochures) in leasing packages and dissemination of transit, ride-sharing and non-motorized travel information, either physically or through electronic means at least twice a year; and dissemination of Smart Trip Cards (or similar transit fare cards) in the amount of \$25.00 to all new tenants. Tenants of the PDC Property shall be made aware of this TDM program in their leasing documents. In addition to the TDM Plan, the Applicant shall provide secure, weather-protected, bicycle storage for the PDC Property, and provide bicycle racks for visitors/tenants/employees. At a minimum, the Applicant shall provide bicycle storage sufficient for at least ten (10) bicycles on the PDC Property. One year following the issuance of the first non-RUP on the PDC Property, annual surveys shall be conducted concurrently with those required by the original TDM for the Original Rezoning properties and the results shall be compiled into one annual report that represents development on all of the property in the Original Rezoning.

18. Participation in TDM Fund from Original Rezoning. Following issuance of a RUP or non-RUP respectively, the PDH and PDC Properties shall contribute annually to the TDM account established under the Original Rezoning. The TDM account shall be annually funded by pro-rata assessments of residents and commercial owners implemented as provided in the Original Rezoning common association documents.

V. STORMWATER MANAGEMENT

19. Stormwater Management Facilities. The Applicant will fulfill such requirements through the use of the existing regional facility located to the west of the Property in general accordance with the stormwater management narrative on the CDP/FDP, if approved by DPWES, including providing the pro-rata share of Best Management Practices (BMPs) in regional pond, as determined by DWPEs. If the Applicant is unable to fulfill such requirement through the use of the regional pond, the Applicant shall file a proffered condition amendment (PCA) to permit an alternative stormwater management facility.

VI. LANDSCAPING

20. Landscaping and Landscaped Open Space. Site plans submitted for the respective phases of development shall include a landscape plan for that phase of development as generally shown on the CDP/FDP. The Applicant shall maintain such landscaping, including the Amenity Open Space, until the Master Association or sub-association assumes responsibility. Prior to issuance of a non-RUP on the PDC Property or the issuance of a RUP on the PDH Property, whichever occurs first, the Applicant shall construct the Amenity Open Space identified on the CDP/FDP. In the event the first phase of development is on the PDH Property, then, concurrent with construction of the

Amenity Open Space, in order to maintain the attractiveness of the PDC Property, the PDC Property shall be seeded with grass and shall be maintained by the Applicant until development of the PDC Property proceeds. All new deciduous trees provided as a part of the Government Center Parkway Extended streetscape and along Ridge Top Road, as shown on such landscape plan, shall be a minimum of 3.0 to 3.5 inches in caliper at the time of planting. All new evergreen trees used in peripheral screening and landscaping areas and public spaces shall be a minimum of six (6') feet in height at the time of planting. Such landscape plan shall be provided in substantial conformance with the landscaping concepts shown on the CDP/FDP. Further, the Applicant shall disclose the future expansion of the Amenity Open Space shown on the CDP/FDP to Parcel 37A and the potential for additional maintenance obligations associated with such expansion in the Master Association and Townhome HOA documents. Such future expansion of the Amenity Open Space shall also be noted on the record plat.

21. Location of Utilities. Along all existing public rights-of-way, utility lines shall be generally located so as to not interfere with the landscaping concepts shown on the CDP/FDP. The Applicant reserves the right to make minor modifications to such landscaping to reasonably accommodate utility lines provided such relocated landscaping shall retain a generally equivalent number of plantings and continues to reflect the concepts illustrated on the CDP/FDP and subject to UFM approval. For all other areas of the Property, in the event that during the process of site plan review any landscaping shown on the CDP/FDP cannot be installed in order to locate utility lines, as determined by DPWES, then an area of additional landscaping consisting of equivalent flora generally

consistent with that displaced shall be substituted at an alternate location on the Property, subject to approval by Urban Forest Management.

22. Native Trees. Native trees shall be used within the landscaping, streetscape and landscaped open space areas as determined appropriate by Urban Forest Management.

VII. PEDESTRIAN IMPROVEMENTS

23. Additional Pedestrian Connection to the East. After the County approves the redevelopment on the adjacent parcel identified as Tax Map 56-2-((1))-37A ("Parcel 37A") and the Parcel 37A owner or the County requests that the Applicant grant additional pedestrian interparcel connections, in a form acceptable to the County Attorney, to connect the Property and Parcel 37A with a unified pedestrian network, the Applicant shall grant such easements at no cost provided: 1) such pedestrian connections shall be located along the common boundary between the Property and Parcel 37A; 2) any such potential pedestrian connection shall not conflict or interfere with improvements on the Property or cause improvements on the Property to become non-compliant with any federal, state or local code, ordinance or regulation; and 3) the 37A owner shall bear the responsibility and cost of obtaining the necessary governmental approvals and easements. In addition to the potential interparcel access easements discussed above, the Applicant shall convey to the County, in a form acceptable to the County Attorney, public access easements over the two possible future pedestrian connections shown on the CDP/FDP at the time of site plan approval for the Amenity Open Space. Should such pedestrian connections be constructed, nothing in this Proffer shall prevent the establishment of reasonable maintenance and

cost-sharing provisions between the respective landowners. The potential for such interparcel connections and the potential additional maintenance responsibilities shall be disclosed in the Master Association and Townhome HOA documents.

24. Pedestrian Easements. Concurrent with site plan/subdivision plan approval, the Applicant shall place all sidewalks and trails shown on the CDP/FDP in public access easements, in a form acceptable to the County Attorney. The Applicant shall maintain such sidewalks and/or trails located outside the public right-of-way until such responsibility is turned over to the Master Association, Townhome HOA or other sub-association as appropriate. Additionally, the Applicant shall maintain such sidewalks and/or trails within the public right-of-way that are constructed with specialty paving as identified on the CDP/FDP or any sidewalks and/or trails within the public right-of-way that VDOT will not agree to maintain. The maintenance responsibilities for such sidewalks shall be disclosed in the appropriate association documents.

VIII. RECREATIONAL FACILITIES

25. Recreational Contributions – PDH Property. At time of issuance of a RUP, pursuant to Section 6-409 of the Zoning Ordinance, the Applicant shall contribute \$1,600.00 per each residential unit, exclusive of ADUs, approved on the PDH Property to the Fairfax County Park Authority to provide recreational facilities to serve the Property. The Applicant shall receive credit against such contribution for the cost of recreational facilities, as approved by DPWES, which may include, but not be limited to the cost of improvements for outdoor seating areas, pedestrian trails (except those shown on the Comprehensive Plan), and plazas. Only those facilities which are new with this Rezoning

and not already provided with the Original Rezoning shall be eligible to be credited. At the time of site plan approval, the Applicant shall demonstrate credits to be taken to the satisfaction of DPWES and DPZ. In addition to the above contribution, the Applicant shall construct recreational facilities open to the public generally and to the residents of the Original Rezoning on the Amenity Open Space worth at least \$91,260 (\$2340 per dwelling unit), as determined by DPWES at the time of site plan approval for the Amenity Open Space.

26. Additional Recreational Opportunities. In addition to the nearby public parks (Carney and Random Hills Parks), the PDH Property and the Townhome HOA are encouraged to join existing recreational associations in the area (such as the Fairfax Center Recreation Association) to provide additional recreational opportunities for the townhomes. A list of potential recreational associations and nearby publically-available parks shall be provided to the Townhome HOA in the Townhome HOA documents. Further, prior to issuance of the first RUP on the PDH Property, the Applicant shall provide the Townhome HOA with \$250 per dwelling unit to allow the Townhome HOA to purchase future recreational memberships from nearby recreational facilities (such as the Fairfax Center Recreation Association or the Oak Marr RECenter).

27. Recreational Contribution – PDC Property. Prior to issuance of a non-RUP for the building on the PDC Property, the Applicant shall contribute \$9,450 to the Fairfax County Park Authority to provide capital improvements to recreational facilities serving the Fairfax Center Area in the Braddock Magisterial District.

IX. CONSTRUCTION AND GRADING

28. Projection from Building Facades. Decks (including attached flower boxes, trellises and lattice work), bay windows, patios, chimneys, areaways, stairs and stoops, mechanical equipment and other similar appurtenances may encroach into minimum yards as depicted on the "lot typical" for the townhouse units as shown on the CDP/FDP, as permitted by the Zoning Ordinance. The restrictions and limitations of this proffer shall be disclosed to purchasers prior to contract ratification and further disclosed in the Townhome HOA documents. In addition, all prospective purchasers shall be notified of the applicable County requirements as they pertain to matters of permitting and related construction requirements.

29. Asbestos Containing Soils. If based on the soils analysis submitted as part of the site plan approval process, DPWS determines that a potential health risk exists due to the presence and associated disturbance of asbestos-containing rock on the Property, the Applicant shall:

- (A) Take appropriate measures as determined by the Fairfax County Health Department to alert all construction personnel as to the potential health risks; and
- (B) Commit appropriate construction techniques as determined by DPWS in coordination with the Fairfax County Health Department to minimize this risk. Such techniques shall include, but not be limited to, dust suppression during all blasting and drilling activities and covered transportation of removed materials presenting this risk, and appropriate disposal.

30. Blasting. If blasting is required on-site, the Applicant shall ensure that blasting is done pursuant to Fairfax County Fire Marshal requirements and all safety recommendations of the same, including without limitation, the use of blasting mats. In addition, the Applicant shall:

- (A) Retain a professional consultant to perform a pre-blast inspection of each house or residential building, to the extent that any of these structures are located on the properties listed in Paragraph I of this proffer;
- (B) Prior to any blasting being done, the Applicant shall provide written confirmation to DPWES that the pre-blast survey has been completed and provide a copy of the survey to Fairfax County upon request;
- (C) Require the blasting consultant to request access to any houses, wells, buildings, or swimming pools, by notification to owners in accordance with Paragraph I of this Proffer, to, if permitted by owner, determine the pre-blast conditions of these structures. The Applicant's consultant will be required to give a minimum of fourteen (14) days notice of the scheduling of the pre-blast survey. The Applicant shall provide the residents entitled to pre-blast inspections, the name, address and phone number of the blasting contractor's insurance carrier;
- (D) Require his consultant to place seismographic instruments prior to blasting to monitor shock waves. The Applicant shall provide seismographic monitoring records to County agencies upon their request;

- (E) Notify owners in accordance with Paragraph I of this Proffer, ten (10) days prior to blasting; no blasting shall occur until such notice has been given;
- (F) Upon receipt of a claim of actual damage resulting from said blasting, the Applicant shall cause his consultant to respond within five (5) days of meeting at the site of the alleged damage to confer with the property owner;
- (G) The Applicant will require blasting subcontractors to maintain necessary liability insurance to cover the costs of repairing any damages to structures, which are directly attributable to the blasting activity and shall take necessary action to resolve any valid claims in an expeditious matter; and
- (H) The consultant shall be required to provide an analysis of the potential for gas migration from the site to the Fire Marshal for review and approval prior to blasting. Appropriate gas migration mitigation and/or notification pursuant to County regulations shall be implemented.
- (I) For purposes of this Proffer, the following tax map parcels, as may be amended in the future, shall be notified by certified mail at the address indicated in the tax assessment records of Fairfax County:

Tax Map Parcels 56-2-((1))- 33G1, 33G2, 33H, 36, 37A, 39, 40, 54, 55, 57, 58, 61A;
56-2-((4))-1, 2, 4, 6; 56-2-((15))- (4)-102, 103, 201, 202, 203, 204, 301, 302,
303, 304; 56-2-((15))- (6)-102, 103, 201, 202, 203, 204, 301, 302, 303, 304;

56-2-((15))-7-102, 103, 201, 202, 203, 204, 301, 302, 303, 304; 56-2-((15))-8-102, 103, 201, 202, 203, 204, 301, 302, 303, 304; 56-2-((12))-A1, 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 111, 112A; 56-2-((19))-A1, 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 94, 95, 96, 97, 98, 99, 100, 101, 102; 56-2-((17))-A, E, N, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51; 56-2-((24))-(1) -1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17; 56-2-((24))-(2)-35, 36, 37, 38, 39, 40, 41, 42, 43, 44, 45, 46, 47, 48, 49, 50, 51

31. Historical Marker. The Applicant shall construct a historical marker commemorating the World War II German P.O.W. Camp that existed on the Property, in the Amenity Open Space, as shown on the CDP/FDP, memorializing the historical significance of the Property. The final form of the historical marker shall be subject to the approval of the Cultural Resource Management and Protection Section of the Fairfax County Park Authority. The marker shall be constructed at the same time the Amenity Open Space is completed.

32. Noise Attenuation Measures. Exterior wall construction techniques shall be provided to ensure that a maximum interior noise level of approximately DNL 45 dBA shall be achieved for any townhome that fronts Government Center Parkway and that a noise study shows will be exposed to noise levels in excess of DNL 65 dBA.

X. GREEN BUILDING

33. LEED for PDC Property. As part of any development on the PDC Property, the Applicant shall include a U.S. Green Building Council Leadership in Energy and Environmental Design ("LEED") accredited professional, either a professional engineer or a professional architect, as a member of the design team prior to issuance of a non-RUP for any building. The LEED accredited professional shall work with the team to incorporate LEED design elements into the project. At time of site plan submission, the Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating compliance with the commitment to engage such a professional. In addition, prior to site plan approval, the Applicant shall designate the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning (DPZ) as team member in the USGBC's LEED online system. This team member will have privileges to review the project status and monitor progress of all documents submitted by the project team. This team member will not be assigned responsibility for any LEED credits and shall not have any authority to modify any aspect of the documentation or paperwork associated with the certification process described below.

34. LEED Certification. Prior to building plan approval for any building to be constructed on the PDC Property, the Applicant will submit documentation, to the Environment and Development Review Branch of DPZ, regarding the U.S. Green Building Council's preliminary review of design-oriented credits in the LEED program. This documentation will demonstrate that the building is anticipated to attain a sufficient number of design-related credits that, along with the anticipated construction-related credits, will be sufficient to attain LEED Silver certification. Prior to release of the bond for the project,

the Applicant shall provide documentation to the Environment and Development Review Branch of DPZ demonstrating the status of attainment of LEED Certification from the U.S. Green Building Council for each building on the property.

35. LEED Escrow. As an alternative to the actions outlined in the above paragraphs, or if the U.S. Green Building Council review of design-oriented credits indicates that the building on the PDC Property is not anticipated to attain a sufficient number of design-related credits to support attainment of LEED Silver certification, the applicant will execute a separate agreement and post, for each building, a "green building escrow," in the form of cash or a letter of credit from a financial institute acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$2.00 per gross square foot. This escrow will be in addition to and separate from other bond requirements and will be released upon demonstration of attainment of certification, by the U.S. Green Building Council, under the most current version of the LEED-NC rating system or other LEED rating system determined, by the U.S. Green Building Council, to be applicable to each building. The provision to the Environment and Development Review Branch of DPZ of documentation from the U.S. Green Building Council that the building on the PDC Property has attained LEED certification will be sufficient to satisfy this commitment. If the applicant fails to provide documentation to the Environment and Development Review Branch of DPZ demonstrating attainment of LEED certification within one year of issuance of the non-RUP for the building, the escrow will be released to Fairfax County and will be posted to a fund within the county budget supporting implementation of county environmental initiatives.

36. Energy Conservation for PDH Property. All dwelling units constructed on the PDH Property shall be designed and constructed as ENERGY STAR® qualified homes. The major features of an ENERGY STAR home include: Effective Insulation, High Performance Windows, Tight Construction and Ducts, Efficient Heating and Cooling Equipment, Efficient Products (may include but are not limited to: refrigerator, stove and dishwasher) and Third Party Verification (Home Energy Rater). Prior to the issuance of the RUP for each dwelling unit, documentation shall be submitted to the Environment and Development Review Branch of the Department of Planning and Zoning (DPA) from a home energy rater certified through the Residential Energy Services network (RESNET) program that demonstrates that the dwelling unit has attained the ENERGY STAR for homes certification, as described in these conditions.

XI. MISCELLANEOUS

37. School Contribution. At the time of issuance of a RUP on the PDH Property, the Applicant shall contribute \$3,607 per unit to the Board of Supervisors, in accordance with the current countywide student yield ratio for capital improvements to schools in Fairfax County serving the PDH Property.

38. ADU Contribution. Prior to the issuance of the first building permit, the Applicant shall contribute to the Fairfax County Housing Trust Fund (HTF) the sum equal to one half of one percent (1/2%) of the value of all of the units approved on the property. The percentage shall be based on the aggregate sales price of all of the units subject to the contribution, as if all of those units were sold at the time of the issuance of the first building permit, and is estimated through comparable sales of similar type units. The

projected sales price shall be proposed by the Applicant in consultation with Fairfax County Department of Housing and Community Development (HCD) and shall be approved by HCD and DPWES.

39. Temporary Signage. No temporary signs (including "popsicle" style paper or cardboard signs) which are prohibited by Article 12 of the Zoning Ordinance, and no signs, which are prohibited, by Chapter 7 of Title 33.1 or Chapter 8 of Title 46.2 of the Code of Virginia shall be placed on or off-site by the Applicant or at the Applicant's representative. The Applicant shall direct its agents and employees involved in marketing and/or sale of residential units on the Property to adhere to this proffer.

40. Rooftop Equipment. Telecommunications and other related equipment may be placed on the proposed Buildings' rooftops. Any such facilities must comply with the applicable requirements of the Zoning Ordinance. Other screening measures may be used such as including the facilities as part of the architecture of the buildings, utilizing compatible colors, or employing telecommunication screening material and flush mounted antennas.

41. Garage Conversion on PDH Property. Any conversion of garages or use of garages that precludes the parking of vehicles within the garage is prohibited. A covenant setting forth this restriction shall be recorded among the land records of Fairfax County in a form approved by the County Attorney prior to the sale of any lots and shall run to the benefit of the HOA and the Board of Supervisors. This restriction shall also be disclosed in the HOA documents. Prospective purchasers shall be advised of this use restriction, in writing, prior to entering into a contract of sale.

42. Escalation. All monetary contributions required by these proffers shall escalate on a yearly basis from the base year of 2012, and change effective each January 1 thereafter, based on the Consumer Price Index as published by the Bureau of Labor Statistics, the U.S. Department of Labor for the Washington-Baltimore, MD-VA-DC-WV Consolidated Metropolitan Statistical Area (the "CPI), as permitted by Virginia State Code Section 15.2-2303.3.

43. Successors and Assigns. These proffers shall bind and inure to the benefit of the Applicant and its successors and assigns. Each reference to "Applicant" in these proffers shall include and be binding upon Applicant's successor(s) in interest and/or developer(s) of any portion of the Property.

44. Counterparts. These proffers may be executed in one or more counterparts, each of which when so executed shall be deemed an original document and all when taken together shall constitute but one and the same instrument.

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MIDLAND ROAD LLC

(Owner of

Tax Map No. 56-2-((1))-37D and 37G)

By: Kettler Inc., its manager

By: 

Name: Andrew W. Buchanan

Title: President

RIDGEWOOD COMMERCIAL PROPERTY

OWNERS ASSOCIATION

(Owner of

Tax Map No. 56-2-((1))-37B)

By: 

Name: Charles J. Kieler

Title: President